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ORIGINAL

January 4, 1996

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

Enclosed are the original and two copies of the document described below, to be recorded pursuant to section 11301 of Title 49 of the U.S. Code.

The document, Memorandum of Sublease of Railroad Cars, is a sublease and a secondary document, dated December 22, 1995. The primary document to which this document is connected is recorded under Recordation No. 19830, dated December 22, 1995.


The names and addresses of the parties to the document are Kyle Railroad Company, P. O. Box 506, Phillipsburg, KS 67661, and Archer-Daniels-Midland Company, P. O. Box 1470, Decatur, IL 62525.

The cars covered by the document are one hundred (100) covered hopper cars, KRIX 57001-57100, inclusive.

This firm's check for \$21 in payment of the fee is enclosed. Please return the original and any copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows: A sublease by Kyle Railroad Company, dated December 22, 1995, of 100 covered hopper cars, and connected to the document recorded under Recordation No. 19830, dated December 22, 1995.

Sincerely yours,


Fritz R. Kahn
Attorney for Kyle Railroad Co.

Charles T. [unclear]

19830-A
ORIGINAL

MEMORANDUM OF SUBLEASE OF RAILROAD CARS

THIS MEMORANDUM OF SUBLEASE OF RAILROAD CARS ("Memorandum of Sublease"), made as of December 22, 1995, is intended to evidence the Sublease of Railroad Cars, dated as of December 22, 1995 (the "Lease") between KYLE RAILROAD COMPANY, a Kansas corporation ("Lessor"), and ARCHER-DANIELS-MIDLAND COMPANY, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to sublease the railroad cars, more fully described in Exhibit "A" attached hereto (the "Units"). Lessee subleased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has executed this Memorandum of Sublease on the date indicated below its signature.

LESSOR

KYLE RAILROAD COMPANY,
a Kansas Corporation

By: 

RICK CECIL

Title: Executive Vice President

Date: December 18, 1995

LESSEE

ARCHER-DANIELS-MIDLAND COMPANY

By: 

GERALD E. STITT

Title: Senior Vice President,
Transportation

Date: December 15, 1995

STATE OF ARIZONA)
COUNTY OF MARICOPA) S

On this 18th day of December, 1995, before me personally appeared RICK COLE, to me personally known, who, being by me duly sworn says that he is Executive Vice President of Kyle Railroad Company, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dominic K. Williams
Notary Public

My Commission Expires: August 1, 1996

[Notarial Seal]

STATE OF ILLINOIS)
COUNTY OF MACON) S

On this 15 day of December, 1995, before me personally appeared Gerald E. Stitt, to me personally known, who, being by me duly sworn says that he is Sr. Vice Pres. of Archer Daniels Midland Co., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Keshie G. Spiller
Notary Public

My Commission Expires: November 4, 1997

[Notarial Seal]

• OFFICIAL SEAL •
Leslie L. Nailer
Notary Public, State of Illinois
My Commission Expires 11/4/97

EXHIBIT "A"

**To the Lease of Railroad Equipment dated as of December 22, 1995
between KYLE RAILROAD COMPANY and ARCHER-DANIELS-MIDLAND COMPANY.**

Equipment Description:

One Hundred (100) 5,127 cu. ft. covered hopper railway cars
manufactured by Trinity Industries, Inc.

Unit Numbers:

KRIX 57001 - 57100, inclusive